

BODMAN LLP
Ralph E. McDowell (P39235) (Admitted Pro Hac Vice)
rmcdowell@bodmanllp.com
6th Floor at Ford Field
1901 St. Antoine Street
Detroit, Michigan 48226
(313) 393-7592

Attorneys for American Axle & Manufacturing, Inc.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re
DELPHI CORPORATION, et al
Debtors.

Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

**LIMITED OBJECTION OF AMERICAN AXLE & MANUFACTURING, INC. (AND ITS
SUBSIDIARY COLFOR MANUFACTURING, INC.) TO
FIRST AMENDED JOINT PLAN OF DELPHI CORPORATION AND
CERTAIN AFFILIATES, DEBTORS AND DEBTORS IN POSSESSION**

American Axle & Manufacturing, Inc. (on behalf of itself and its subsidiary Colfor Manufacturing, Inc.) (“American Axle”), files this limited objection to the First Amended Joint Plan of Delphi Corporation and Certain Affiliates, Debtors and Debtors in Possession (“Plan”).

In support of its limited objection, American Axle states as follows:

Introduction

1. On either October 8 or October 14, 2005 (“Petition Date”), Debtors filed their voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.
2. On December 10, 2007, Debtors filed their Amended Disclosure Statement for the Plan, which was approved by the Court.

3. American Axle objects to the assumption of certain contracts between American Axle and Debtors under the Plan. Debtors sent American Axle and Colfor Manufacturing, Inc. (“Colfor”) Notices of Cure Amount With Respect to Executory Contract to be Assumed or Assumed and Assigned Under Plan of Reorganization (copies attached as Exhibit A) (“Cure Notices”).

4. The Cure Notice to Colfor listed contract SAG90I4059. This contract has expired and the part that was the subject of this contract is for a system that is out of production. Therefore, the attempted assumption of the contract seems to be inadvertent.

5. The notice to American Axle lists several POs, but fails to list the Metals Market Agreement related to and integrated with those POs. That agreement must also be assumed if the POs are assumed.

6. This objection is filed to preserve American Axle’s rights. If the objection to the assumption of the contracts listed on the Cure Notices is preserved until after confirmation, this objection need not be prosecuted.

Waiver of Memorandum

7. American Axle respectfully requests that this Court waive the requirement contained in Rule 9013(b) of the Local Bankruptcy Rules for the Southern District of New York, that a separate memorandum of law be submitted because the issues raised in this limited objection are not novel. To the extent this Court determines that a memorandum of law is required, American Axle requests that it be allowed to submit one at a date to be determined by the Court.

Relief Requested

American Axle requests entry of an Order modifying the Plan as provided above and granting other relief as this Court determines.

BODMAN LLP

By: /s/ Ralph E. McDowell

Ralph E. McDowell (P39235)

6th Floor at Ford Field

1901 St. Antoine Street

Detroit, Michigan 48226

Telephone: (313) 393-7592

Facsimile: (313) 393-7579

rmcdowell@bodmanllp.com

Attorneys for American Axle & Manufacturing, Inc.

Dated: January 10, 2008

CERTIFICATE OF SERVICE

The undersigned certifies that a true and correct copy of the foregoing ***Limited Objection of American Axle & Manufacturing, Inc. (on behalf of itself and its subsidiary Colfor Manufacturing, Inc.) to First Amended Joint Plan of Delphi Corporation and Certain Affiliates, Debtors and Debtors in Possession*** was electronically filed using the Court's CM/ECF filing system, and that a true and correct copy of the same was served via Federal Express to the parties identified below:

Delphi Corp.
5725 Delphi Drive
(Attn: General Counsel)
Troy, Michigan 48098

Skadden Arps Slate Meagher & Flom LLP
333 West Wacker Drive
Suite 2100
(Attn: John Wm. Butler, Jr.; John K. Lyons, Joseph N. Wharton)
Chicago, Illinois 60606

Davis Polk & Wardwell
450 Lexington Avenue
New York, New York 10017
Attn: Donald Bernstein and Brian Resnick

Latham & Watkins LLP
885 Third Avenue
New York, New York 10022
Attn: Robert Rosenberg and Mark A. Broude

Fried, Frank, Harris, Shriver & Jacobson LLP
One New York Plaza
New York, New York 10004
Attn: Bonnie Steingart

A-D Acquisition Holdings, LLC
c/o Appaloosa Management L.P.
White & Case LLP
Wachovia Financial Center
200 South Biscayne Boulevard
Suite 4900
Miami, Florida 33131
(Attn: Thomas E. Lauria)

White & Case LLP
1155 Avenue of the Americas
New York, New York 10036

(Attn: John M. Reiss and Gregory Pryor)

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
(Attn: Jeffery L. Tanenbaum, Michael P. Kessler, and Robert J. Lemons)

Office of the United States Trustee for the Southern District of New York
33 Whitehall Street
Suite 2100
New York, New York 10004
(Attn: Alicia M. Leonhard)

and

The Honorable Robert D. Drain
United States Bankruptcy Judge
U.S. Bankruptcy Court for the Southern District of New York
One Bowling Green
Room 610
New York, New York 10004

Dated: January 10, 2008

/s/ Ralph E. McDowell
Ralph E. McDowell